

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
Debtors. : (Jointly Administered)
:
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INTERIM ORDER UNDER 11 U.S.C. § 105(a) DIRECTING THAT CERTAIN ORDERS IN
CHAPTER 11 CASES OF DELPHI CORPORATION, ET AL. BE MADE
APPLICABLE TO DELPHI FURUKAWA WIRING SYSTEMS LLC,
DELPHI RECEIVABLES LLC, AND MOBILEARIA, INC.

("ADDITIONAL DEBTORS INTERIM ORDER")

Upon the motion, dated October 14, 2005 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors" and, together with Delphi, the "Initial Debtors"), Delphi Furukawa Wiring Systems LLC ("Furukawa"), Delphi Receivables LLC ("Receivables"), and MobileAria, Inc. (together with Furukawa and Receivables, the "Additional Debtors") (the Initial Debtors and the Additional Debtors, collectively, the "Debtors"), debtors and debtors-in-possession in the above-captioned cases, for interim and final orders (this interim order being referred to hereinafter as the "Interim Order") directing that certain orders in the jointly-administered chapter 11 cases of In re Delphi Corporation, et al., Case No. 05-44481 (RDD) be made applicable to the Additional Debtors; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on an interim basis.

2. Any and all generally applicable orders heretofore approved or entered in the Initial Debtors' chapter 11 cases and which are identified on Exhibit 1 hereto, are applicable to the Additional Debtors, effective as of the later of date of entry hereof or the date of entry of the order, as applicable, and as if the Additional Debtors were Debtors as set forth in such orders; provided, however, that, to the extent inadvertently omitted from Exhibit 1, any generally applicable orders heretofore approved or entered in the Initial Debtors' chapter 11 cases, shall be deemed included in Exhibit 1 by the filing of a supplement to Exhibit 1, upon notice to counsel to the committee of unsecured creditors, and without further order of this Court.

3. Any and all generally applicable orders hereafter entered in the Initial Debtors' chapter 11 cases in respect of requests for relief pending before this Court on the date hereof (other than any final order regarding postpetition financing, use of cash collateral, and grant of adequate protection) shall be applicable to the Additional Debtors, effective as of the dates of entry of such orders in the Initial Debtors' chapter 11 cases, and as if the Additional Debtors were Debtors as set forth in such orders.

4. The Debtors shall serve by first-class mail, postage prepaid, on or before October 21, 2005: (a) a copy of this Interim Order, and (b) a notice, substantially in the form of notice attached as Exhibit 2 hereto, setting forth the date and time for filing objections to the proposed final order. Upon request of any party, the Debtors will provide copies of any filings in these cases at the expense of the requesting party.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Interim Order.

6. The requirement under Local Bankruptcy Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 19, 2005

/s/ ROBERT D. DRAIN
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

ORDERS TO BE MADE APPLICABLE TO
DELPHI FURUKAWA WIRING SYSTEMS LLC
DELPHI RECEIVABLES LLC
AND MOBILEARIA, INC.

DATE	DOCKET No.	ORDER
10/08/2005	33	Order Authorizing Admission <i>Pro Hac Vice</i> of John Wm. Butler, Jr., John K. Lyons and Ron E. Meisler
10/08/2005	34	Order Authorizing Admission <i>Pro Hac Vice</i> of Charles E. Brown and Joseph E. Papelian
10/12/2005	126	Interim Order Under 11 U.S.C. §§ 105, 362, and 541 and Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable to Substantial Holders of Claims and Equity Securities and (B) Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities
10/13/2005	197	Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, and 1108 and Fed. R. Bankr. P. 6004 and 9019 Authorizing Continuation of Vendor Rescue Program and Payment of Prepetition Claims of Financially-Distressed Sole Source Suppliers and Vendors Without Contracts
10/13/2005	198	Order Under 11 U.S.C. §§ 105(a), 363, 507, 1107, and 1108 (I) Authorizing Debtors to Pay Prepetition Wages and Salaries to Employees and Independent Contractors; (II) Authorizing Debtors to Pay Prepetition Benefits and Continue Maintenance of Human Capital Benefit Programs in the Ordinary Course; and (III) Directing Banks to Honor Prepetition Checks for Payment of Prepetition Human Capital Obligations
10/13/2005	199	Order Under 11 U.S.C. §§ 105, 363(b), 546(b), 1107, and 1108 Authorizing Payment of Contractors and Service Providers in Satisfaction of Liens
10/13/2005	201	Order Under 11 U.S.C. § 105 Enforcing Protections of 11 U.S.C. §§ 362 and 525 and Approving Notice to Customers, Suppliers, and Other Stakeholders of Debtors' Non Debtor Global Affiliates
10/13/2005	202	Order Under 11 U.S.C. §§ 105(a), 363(b), 1107, and 1108 Authorizing Payment of Certain Prepetition (I) Shipping and Delivery Charges for Goods in Transit and (II) Customs Duties
10/14/2005	218	Order Under 11 U.S.C. § 503(b) Confirming Grant of Administrative Expense Status to Obligations Arising from Postpetition Delivery of Goods and Authorizing Debtors to Pay Such Obligations in the Ordinary Course of Business
10/14/2005	219	Order Under 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007(a) Authorizing Debtors to (I) Prepare Consolidated List of Creditors and Equity Security Holders in Lieu of Mailing Matrix, (II) File Consolidated List of 50 Largest Unsecured Creditors, and (III) Mail Initial Notices
10/14/2005	221	Order Under 11 U.S.C. §§ 105(a), 363, 1107, and 1108 Authorizing Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business
10/14/2005	222	Order Under 11 U.S.C. §§ 105, 363, 1107, and 1108 and Fed. R. Bankr. P. 4001 Authorizing Debtors to Enter into, Continue

DATE	DOCKET No.	ORDER
		Performance Under, and Provide Credit Support Under Derivative Contracts
10/14/2005	223	Order Under 11 U.S.C. § 521(l) and Fed. R. Bankr. P. 1007 and 9006(b) Granting Extension of Time to Debtors to File Schedules and Statements
10/14/2005	224	Order Under 11 U.S.C. §§ 105(a), 363, 1107, and 1108 Authorizing (I) Payment of Prepetition Obligations to Foreign Creditors and (II) Financial Institutions to Honor and Process Related Checks and Transfers
10/14/2005	226	Order Under 11 U.S.C. § 345 Authorizing Continued Use of Existing Investment Guidelines
10/14/2005	228	Protective Order Under 11 U.S.C. §§ 1113(d)(3) And 1114(k)(3)
10/14/2005	230	Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Banker. P. 9019 Establishing Procedures for the Treatment of Reclamation Claims
10/14/2005	231	Order (I) Appointing Unions as Authorized Representatives for Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) and 1114(d) or, in the Alternative, (II) Establishing Procedures for Solicitation, Nomination, and Appointment of Committee of Retired Employees
10/14/2005	232	Scheduling Order on Debtors' Motions to (I) Reject Collective Bargaining Agreements Under Section 1113(c) and (II) Eliminate Retiree Medical and Life Insurance Benefits for Union-Represented Retirees Under Section 1114(g)
10/14/2005	233	Order Under 11 U.S.C. §§ 105, 363(b), 507(a)(8), 541, 1107, and 1108 Authorizing Debtors to Pay Prepetition Sales, Use, Trust Fund, and Other Taxes and Related Obligations
10/14/2005	234	Interim Order Under 11 U.S.C. §§ 105, 366, 503, and 507 Prohibiting Utilities from Altering, Refusing, or Discontinuing Services on Account of Prepetition Invoices
10/14/2005	240	Interim Order Under 11 U.S.C. §§ 363 and 553 Authorizing (I) Continued Maintenance of Existing Bank Accounts, (II) Continued Use of Existing Cash Management System, (III) Continued Use of Existing Business Forms, (IV) Preservation and Exercise of Intercompany Setoff Rights, and (V) Grant of Administrative Status for Postpetition Intercompany Transactions
10/14/2005	245	Order Under 11 U.S.C. §§ 102(1) And 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e)
10/14/2005	268	Interim Order Under 11 U.S.C. § 326(a) and Fed. R. Bankr. P. 2014 and 2016 (I) Authorizing Employment of FTI Consulting, Inc. as Restructuring and Financial Advisors to Debtors and (II) Scheduling

DATE	DOCKET No.	ORDER
		Final Hearing Thereon ("FTI Retention Interim Order")
10/14/2005	269	Interim Order Under 11 U.S.C. § 327(e) and 1107(a) (I) Authorizing Employment and Retention of Groom Law Group Chartered as Special Employee Benefits Counsel to Debtors and (II) Scheduling Final Hearing Thereon ("Groom Law Group Retention Interim Order")
10/14/2005	270	Interim Order Under 28 U.S.C. § 156(c) Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims, Noticing, and Balloting Agent for Clerk of Bankruptcy Court ("KCC Retention Interim Order")
10/14/2005	271	Interim Order Under 11 U.S.C. §§ 327(e) and 1107(a) (I) Authorizing Employment and Retention of O'Melveny & Myers LLP as Special Labor Counsel to Debtors and (II) Scheduling Final Hearing Thereon (O'Melveny & Myers Retention Interim Order")
10/14/2005	272	Interim Order Under 11 U.S.C. §§ 327(a) and 328 (I) Authorizing Employment and Retention of Rothschild Inc. as Financial Advisor and Investment Banker to Debtors and (II) Scheduling Final Hearing Thereon ("Rothschild Retention Interim Order")
10/14/2005	273	Interim Order Under 11 U.S.C. §§ 327(e) and Fed. R. Bankr. P. 2014 (I) Authorizing Employment and Retention of Shearman & Sterling LLP as Special Counsel to Debtors and (II) Scheduling Final Hearing Thereon ("Shearman & Sterling Retention Interim Order")
10/14/2005	274	Interim Order Under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016 (I) Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Attorneys for Debtors-in-Possession and (II) Scheduling Final Hearing Thereon ("Skadden Retention Interim Order")
10/14/2005	275	Interim Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) (I) Authorizing the Employment and Retention of Togut, Segal & Segal LLP as Conflicts Counsel for the Debtors and (II) Scheduling Final Hearing Thereon ("Togut Retention Interim Order")

Exhibit 2

NOTICE

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
DELPHI CORPORATION, <u>et al.</u> ,	:
Debtors.	:
	:

NOTICE OF MOTION AND ENTRY OF INTERIM ORDER UNDER 11 U.S.C. § 105(a)
DIRECTING THAT CERTAIN ORDERS IN THE CHAPTER 11 CASES OF DELPHI
CORPORATION, ET AL. BE MADE APPLICABLE TO DELPHI FURUKAWA WIRING
SYSTEMS LLC, DELPHI RECEIVABLES LLC, AND MOBILEARIA, INC.

PLEASE TAKE NOTICE that on October 14, 2005, Delphi Corporation
("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors" and, together with

Delphi, the "Initial Debtors"), Delphi Furukawa Wiring Systems LLC ("Furukawa"), Delphi Receivables LLC ("Receivables"), and MobileAria, Inc. ("MobileAria" and, together with Furukawa and Receivables, the "Additional Debtors"), debtors and debtors-in-possession in the above-captioned cases, (the Initial Debtors and the Additional Debtors, collectively, the "Debtors") filed the Motion For Interim And Final Orders Under 11 U.S.C. § 105(a) Directing That Certain Orders In The Chapter 11 Cases Of Delphi Corporation, et al. Be Made Applicable To Delphi Furukawa Wiring Systems LLC, Delphi Receivables LLC, And MobileAria, Inc. (the "Motion").

PLEASE TAKE FURTHER NOTICE that on October 19, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an interim order granting the relief requested in the Motion, a copy of which is enclosed herewith.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Motion are filed timely, served, and received in accordance with the requirements set forth below, a final order (substantially in the form enclosed herewith) will be submitted that will provide that the Motion shall be granted in its entirety. If written objections are filed timely, served, and received, a hearing to consider approval of the Motion on a final basis will be held at **10:00 a.m. Eastern Time on October 27, 2005** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 10004-1408 (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion on a final basis must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, (c) be filed with the Bankruptcy Court in accordance with

General Order M-242, as amended (registered users of the Bankruptcy Court's case filing system must file electronically and all other parties-in-interest must file on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) served upon (i) the Debtors at Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (iv) counsel to the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), (v) counsel to the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel to any official committee formed in these cases, (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044 (Att'n: Deirdre A. Martini, Esq.), and (viii) the indenture trustees for the Debtors' outstanding debt securities, Wilmington Trust Company, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890 (Att'n: Corporate Trust Office) and Law Debenture Trust Company of New York, 780 Third Avenue, 31st Floor, New York, New York 10017 (Att'n: Corporate Trust Office), in each case so as to be **received** no later than **4:00 p.m.** **Eastern Time on October 26, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and filed timely and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing, and that if no objections to the Motion are filed timely and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Motion **without further notice.**

Dated: New York, New York
October __, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: _____
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: _____
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession